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M HODGES

Doak S. Campbell, III
ATTORNEY AT LAW
70 SE FOURTH AVENUE
DELRAY BEACH, FLORIDA 33483

TELEPHONE
561/278-1890

FAX NUMBER
561/276-5803

July 21, 2005

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Fl 32314

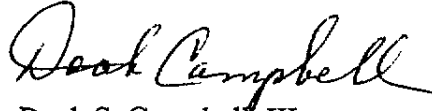
Re: UNITED STATES OTC MARKETS, L.L.C.

Gentlemen:

Enclosed please find Articles of Organization, original and one copy, together with a check in the amount of \$149.00, please return a certified copy.

Thank you for your attention to this matter.

Sincerely yours,


Doak S. Campbell, III

Rm.

ARTICLES OF ORGANIZATION
FOR
UNITED STATES OTC MARKETS, L.L.C.

ARTICLE I - Name:

The name of the Limited Liability Company is: UNITED STATES OTC MARKETS, L.L.C..

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:
2075 S. Ocean Blvd., #2D, Delray Beach, Florida 33483.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

PERPETUAL

ARTICLE IV - Management

The Limited Liability Company is to be managed by a manager and the name and address of such who is to serve as manager is: K. Richard B. Niehoff, 2075 S. Ocean Blvd. #2D, Delray Beach, Florida 33483.

ARTICLE V - Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Additional members may be added upon approval of all of the members of UNITED STATES OTC MARKETS, L.L.C. with the payment of the value of the interest acquired, as set by the Manager.

ARTICLE VI - Members Rights to Continue Business

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership in the Limited Liability Company shall be:

Granted to the remaining members upon payment of the value of the terminated member's interest as defined by the Manager.

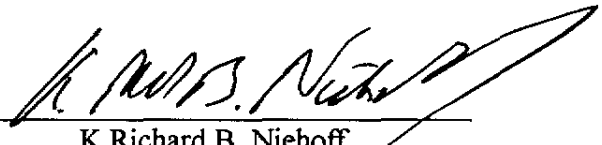
ARTICLE VII - Amendment

This Limited Liability Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE VIII - Bylaws or Operating Agreement

The affairs of the Limited Liability Company may be regulated by bylaws or an operating agreement and they may be adopted, altered, amended or repealed by all the members of the company except that the manager designation shall always be such per a majority of the membership.

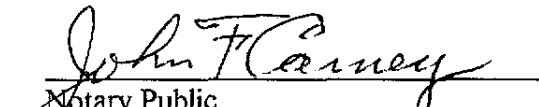
IN WITNESS WHEREOF, the undersigned *manager* has executed these Articles of Organization this 19th day of July, 2005.


K. Richard B. Niehoff
Manager

STATE OF New York
COUNTY OF Westchester

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared K. Richard B. Niehoff, who is personally known to me ~~or produced~~ as identification, and he acknowledged before me that he executed these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by Official Seal, in the State and County aforesaid, this 19th day of July, 2005.


Notary Public
My commission expires: May 14, 2006

JOHN F. CARNEY
Notary Public State of New York
No. 02CA4966684
Qualified in Westchester County
Commission Expires May 14, 2006

CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

1. The name of the limited liability company is:

UNITED STATES OTC MARKETS, L.L.C.

2. The name and address of the registered agent and office is:

K. RICHARD B. NIEHOFF
2705 S. Ocean Blvd. #2D, Delray Beach, Florida 33483


K. Richard B. Niehoff

Date: July 19th, 2005

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


K. Richard B. Niehoff

Date: July 19th, 2005